ANDREWS • YOUNG

MARVEL

SPIDER-MAN

LEGEND OF THE SPIDER-CLAN

PAT DUKE

A STUNNING REINVENTION OF MARVEL'S GREATEST HERO!

Student by day, masked ninja by night: Peter Parker is not your average teenager. When Peter puts on that Spider-Man costume, the problems of his daily life seem farther and farther away. If this sounds like the Spider-Man you already know, think again. By giving this famous character a manga spin, superstar creators including Kaare Andrews and Skottie Young give a whole new flavor to an American icon! From the art to characters to story themes, the effect is like seeing your favorite hero for the very first time!

Collecting Marvel Mangaverse: Spider-Man (2002), Spider-Man: Legend of The Spider-Clan #1-5 and Spider-Man Family Featuring Spider-Clan #1 — written by Kaare Andrews and C.B. Cebulski; and illustrated by Kaare Andrews, Skottie Young and Khary Randolph.

MARVEL

SPIDER-MAN

LEGEND OF THE SPIDER-CLAN

SPIDER-MAN

LEGEND OF THE SPIDER-CLAN

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MARVEL MANGAVERSE: SPIDER-MAN

HUF!

HUF!

STUPID...

HUF!

...PRACTICE

HUF!

I AM SO...

HUF!

...LATE...

HUF!

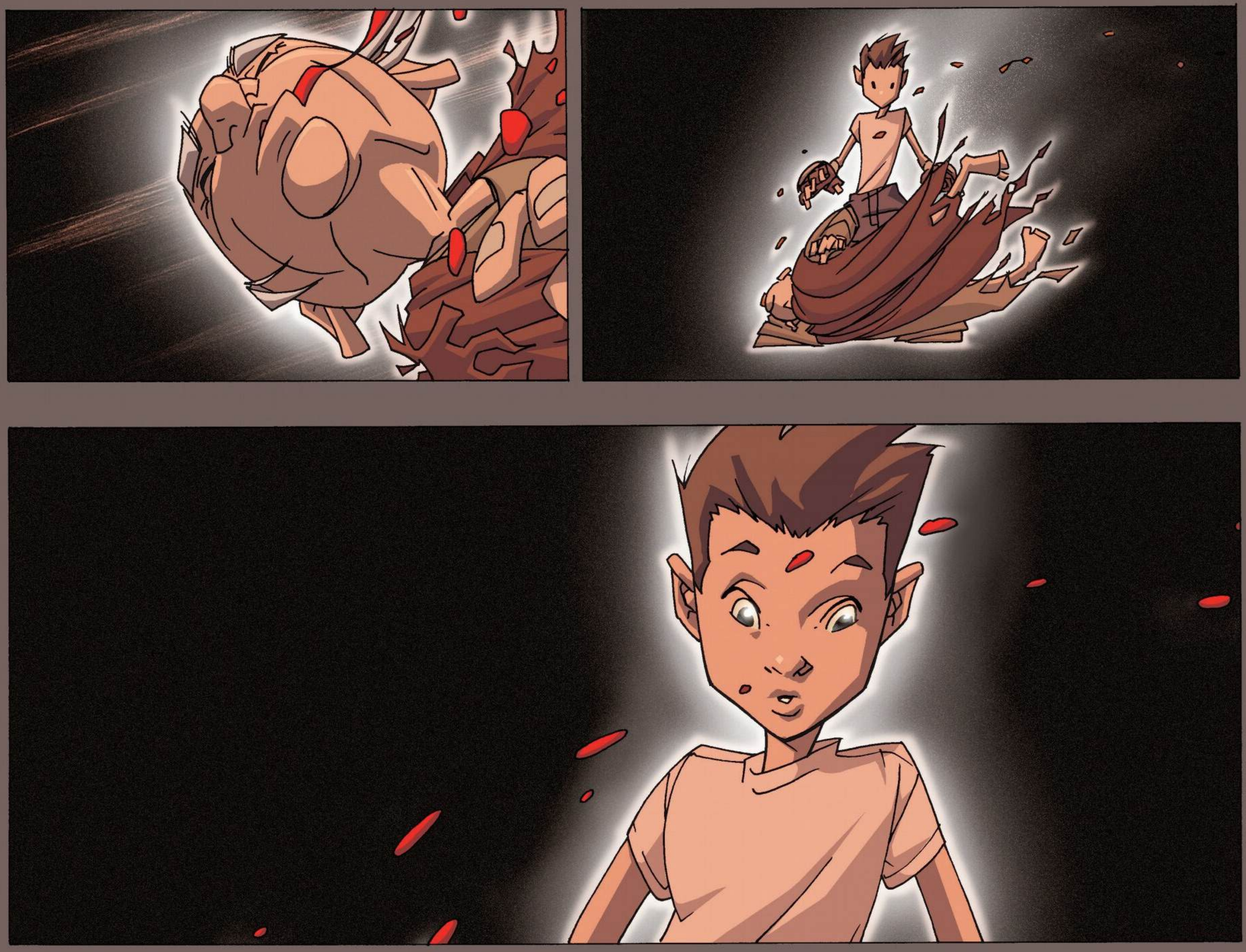
SENSEI, WHY ARE THE DOJO LIGHTS...

...

STAN LEE presents:

SPIDER SCROLL

YOU'RE TOO LATE, BOY.


IT IS DONE.
PETER...
...YOU HAVE THE POWER, PETER... HIDDEN WITHIN.
YOU MUST TAKE THE NEXT STEP... ALONE
SENSEI... DON'T LEAVE ME.
REMEMBER... WITH THAT GREAT POWER MUST COME GREAT RESPONSIBILITY...

SENSEEI!!!

EEEEEE!!!!!

THE OCTOPI IS ONE OF NATURE'S MOST MISUNDER-STOOD...

EEP!

...

THERE GOES PARKER AGAIN.

MR. PARKER! I KNOW ALL ABOUT YOUR SITUATION BUT I WILL NOT TOLERATE THESE DISTURBANCES!

I...

...WHATTA FREAK!

IF YOU CANNOT STAY AWAKE IN CLASS MAY I SUGGEST YOU GET CAUGHT UP ON NAP-TIME AT HOME.

NOW!

...PROBABLY KILLED HIS SENSEI HIMSELF.

...HUF!
...HUF!
PETER, WAIT!
...
I JUST THOUGHT...
...IF YOU EVER WANT TO TALK TO ANYONE...

SO UNLIKE YOU, VENOM. TO LEAVE A JOB UNFINISHED LIKE THIS. THE OLD MAN IS DEAD, BUT... THERE STILL REMAINS ONE.

THE BOY? HE'S BARELY HALFWAY THROUGH HIS TRAINING.

AS LONG AS THE SPIDER CLAN BREATHES LIFE OF ANY DEGREE WE, THE KUJI KURI, ARE THREATENED. I HAVE FORESEEN IT.

THE BOY WILL NOT BE HARMED.

YOU FORGET YOURSELF, VENOM.

YOU FORGET YOUR AUTHORITY KINGPIN. I AM RONIN, NOT SOME LAPDOG ASSASSIN.

MY AUTHORITY? MY AUTHORITY IS WEALTH, STRENGTH... POWER. YOU WILL KILL THE BOY, FOR THE VERY SAME REASONS THAT YOU KILLED HIS SENSEI.

ITS POWER YOU CRAVE VENOM. ITS POWER THAT FEEDS THE DARK EMPTINESS IN YOUR SOUL. AND I AM THE ONLY ONE THAT CAN GIVE IT YOU.

HIYYAAAA!

STUPID!

STUPID!

AAUUGHHH!

PETER, NO! YOU PROMISED ME.

YOUR MOTHER... FATHER... NOW YOUR SENSEI -- MY BENJAMIN...

...PETER, YOU'RE ALL I HAVE LEFT.

YOU'RE KILLING ME PETER, JUST AS SURELY AS THIS CLAN HAS KILLED THEM.

AUNT MAY...

FIRST THING TOMORROW I'LL LOCK THE DOORS TO THE DOJO. I'LL STOP TRAINING. I'M SORRY.

PETER, I LOVE YOU SO MUCH.

IT'S HARD, AUNT MAY. TO LOOK INTO YOUR EYES AND LIE TO YOU. BUT YOU DON'T UNDERSTAND. I'M NOT A GOOD PERSON. IT'S ALL MY FAULT.

I SHOULD HAVE BEEN THERE TO PROTECT HIM.

AT LEAST I CAN PROTECT YOU, MAY...

...FROM KNOWING WHAT I HAVE TO DO.

I'LL HIDE MY FACE...

...TRAIN IN SECRET.

I'LL FIND HIM, MAY.

I WILL FIND HIM AND I WILL AVENGE SENSEI'S DEATH.

THAT PARKER IS A TOTAL *PSYCHO.*

I DUNNO, HE'S KIND OF CUTE.

CMON MJ, YOU HAVE TO ADMIT HE'S A LITTLE WEIRD.

AWW, LAYOFF THE GIRL, GWEN, *=MUNCH=* SHE'S JUST TRYING TO MAKE ME JEALOUS.

IN YOUR DREAMS...

HUH?

WHAT THE...

ATTENTION CITIZENS. THERE HAS BEEN A CODE RED ALERT! YOU MUST LEAVE THE DOWNTOWN AREA IMMEDIATELY. REMAIN CALM AND DO SO IN AN ORDERLY FASHION. ATTENTION CITIZENS...

IS THIS A JOKE?

WHAT'S GOING ON DOWN THERE?

KRASH

YOU SHOULD HAVE HIDDEN MORE THAN YOUR FACE BOY.

VENOM!

ATTENTION CITIZENS...

DEMON FILTH! SENSEI WILL BE AVENGED!

PERHAPS LITTLE ONE, BUT NOT TONIGHT.

COWARD. YOU CANT HIDE BEHIND THESE JERKS!

SHOW ME.

DISAPPOINTING... I WAS EXPECTING MUCH MORE. HOLD HIM DOWN -- I WILL END THIS QUICKLY.

...

AAAGGGHH!

SENSEI?

PETER, IT IS NICE TO SEE YOU.

I -- I'VE FAILED YOU SENSEI... TWICE NOW. THERE WAS JUST TOO MANY OF THEM. I NEVER HAD THE POWER... I COULD NEVER HANDLE THE RESPONSIBILITY...

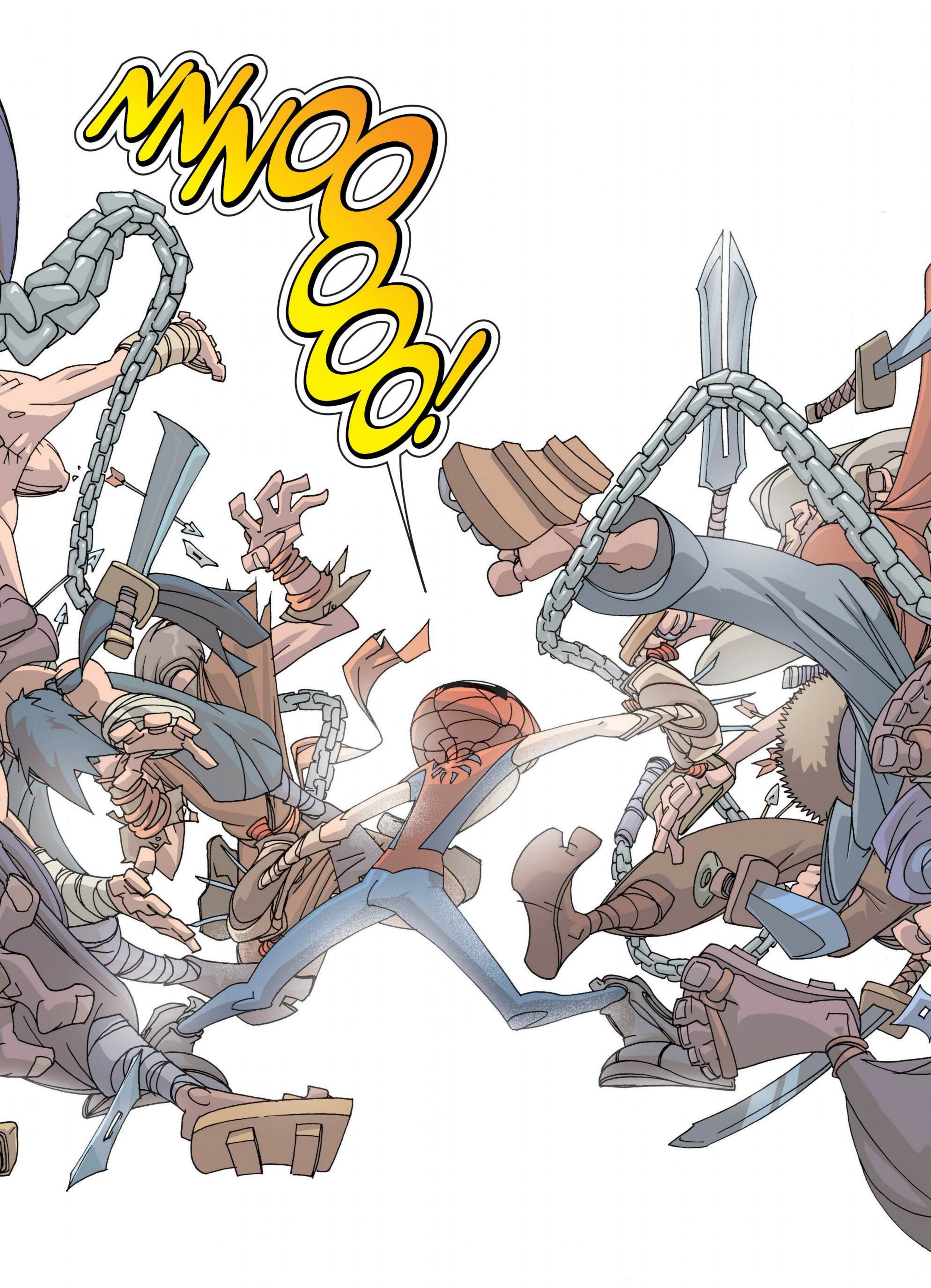
PETER. HOW CAN I TEACH SOMEONE WHO ALREADY HAS ALL OF LIFE'S ANSWERS?

I AM EXACTLY WHERE I MUST BE RIGHT NOW. THE TRUE MASTER HOLDS NOTHING BACK FROM LIFE; THEREFORE HE IS READY FOR DEATH, AS A MAN IS READY FOR SLEEP AFTER A GOOD DAY'S WORK.

BUT YOUR VENGEANCE...

BY FOCUSING ON EVIL, PETER, YOU BEGIN THE JOURNEY TOWARDS EVIL YOURSELF. THE MASTER FOCUSES ON THE MOMENT, FOR IT IS IN THE MOMENT THAT HE LIVES. AND AT THIS MOMENT YOU ARE IN A GREAT DEAL OF TROUBLE. HAVE YOU TRULY FORGOTTEN ALL I'VE TAUGHT YOU?

NO.


NNOO!

ACT WITHOUT DOING.

WORK WITHOUT EFFORT.

THINK OF THE SMALL AS LARGE...

...AND THE FEW AS MANY.

ACCOMPLISH THE GREAT TASK...

...BY A SERIES OF SMALL ACTS.

SMACK

ARRGH!

NOW YOU FACE TRUE POWER...

THE TRUE MASTER... DOESN'T TRY TO BE POWERFUL...

...THUS HE IS TRULY POWERFUL.

UGGHHHHH!

YOU'VE LIVED YOUR LAST DAYS DARK ONE.

THERE IS NOTHING THAT WILL SAVE YOU NOW.

ANY FINAL WORDS DEMON?

...

RRRRGGGG!

FATE IS A FUNNY THING, YOUNG ONE.

LOOK AT YOUR TECHNIQUE. WE TRULY ARE OF THE SAME SCHOOL.

YOU HAVE NOTHING IN COMMON WITH ME!

LISTEN, BOY. HE MAY HAVE BEEN YOUR SENSEI, BUT HE WAS MY FATHER.

NO! YOU HAVE NO RIGHT! THE DAY YOU SOUGHT THE DARKNESS IS THE DAY YOU GAVE UP THAT RIGHT TO CALL HIM FATHER...

YOU MONSTER!

SOMEBODY, HELP US!

IT CAN'T BE...

LET'S GET OUT OF HERE *MJ!*

THIS GUY'S HURT!

I WON'T JUST LEAVE HIM.

FOR GOD'S SAKE -- WILL SOMEBODY HELP US?!

IS THE POOR LITTLE SPIDER WORRIED ABOUT THE ANTS BELOW?

PERHAPS WE TRULY ARE DIFFERENT WARRIORS.

DECISION TIME BOY...

AVENGE THE MURDER OF YOUR BELOVED SENSEI, YOUR UNCLE?

OR TURN YOUR BACK ON HIM FOR A CITY FULL OF STRANGERS?

...

GET OUT OF HERE GIRL! WE'LL TAKE HIM TO A SAFE PLACE.

FLASH, GWEN... WHERE'D THEY GO?

I WILL HAVE MY VENGEANCE, DEMON. I'LL FOLLOW YOU TO THE PITS OF HELL AND BACK IF I HAVE TO.

BUT NOT TODAY -- TODAY, I HAVE A CITY TO SAVE!

I NEARLY DIED, AT THE HANDS OF THE BOY...

...MORE OF A SON TO MY FATHER THAN I EVER WAS.

HE'S SHOWN ME WHAT IT MEANS TO GIVE YOURSELF TO THE TASK. TO ACCEPT AND EMBRACE YOUR DESTINY.

SO I HAVE TAKEN THE POWER, AND THE KUJI KURI FOR MYSELF.

THE BOY LIVES. YOU KINGPIN, ARE NOT SO LUCKY.

AND SO IT WAS ON THIS DAY...

...I WATCHED A SPIDER BECOME A MAN.

SPIDER-MAN: LEGEND OF THE SPIDER-CLAN #1

"aHOle"
PAT DUKE

PART ONE: SPIDER SENSE TINGLING

A MARVEL MANGAVERSE TITLE

SPIDER-MAN

Legend of the Spider-Clan

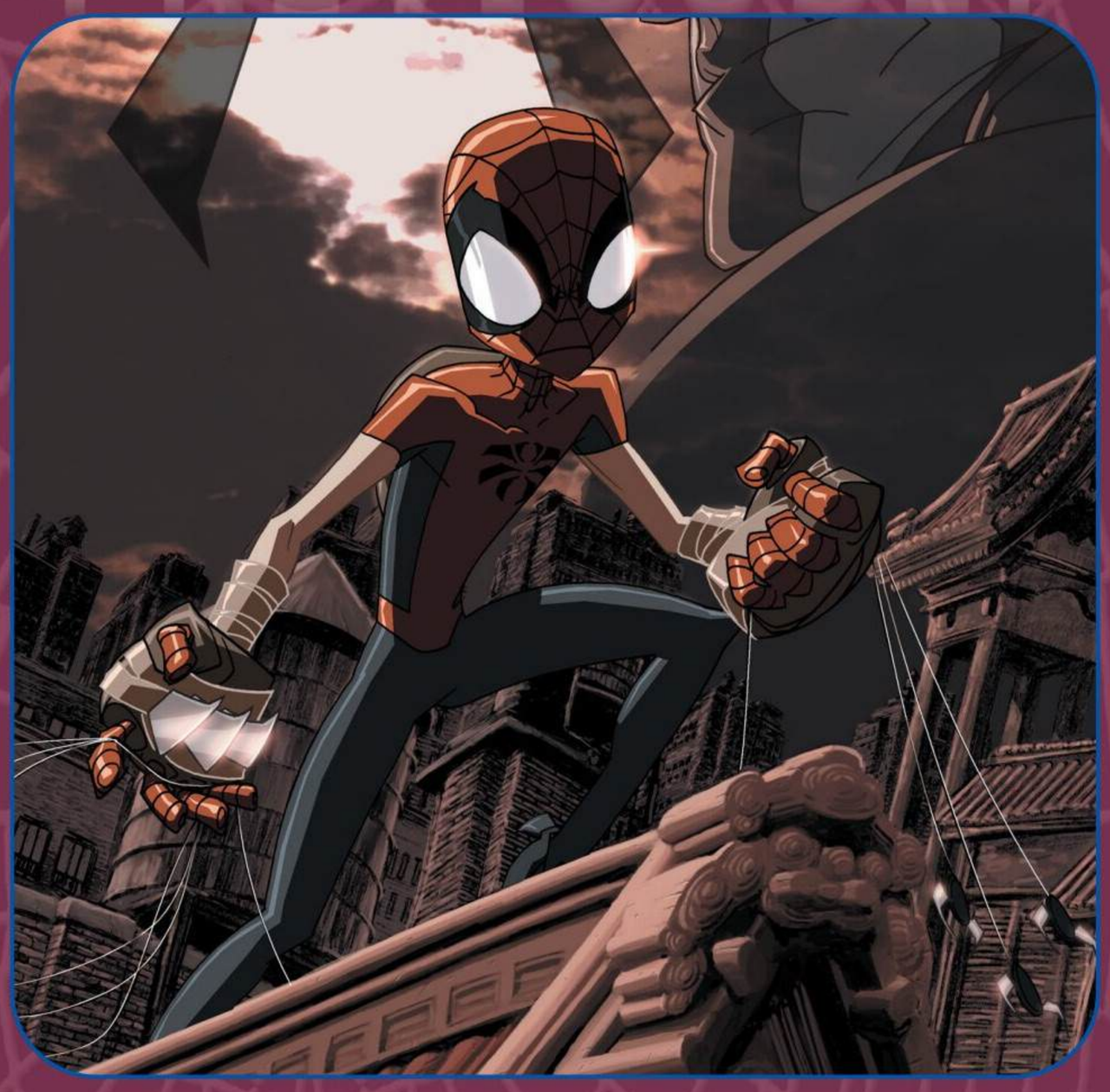
Peter Parker
SPIDER-MAN

Uncle Ben
SENSEI

Mary Jane

Aunt May

PREVIOUSLY



For years, a secret society of ninja, the Spider-Clan, has vigilantly kept watch over the denizens of New York City. Whenever there was trouble, they would emerge from the shadows to protect the innocent and keep peace across the city. However, a rival ninja clan, led by the evil Venom, has gone on a murderous campaign to destroy the Spider-Clan.

When his uncle, Benjamin-sensei, the leader of the Spider-Clan, was murdered in cold-blood by Venom himself, young Peter Parker became the last surviving Spider-ninja. Having been trained in martial arts since birth, Peter is a fierce warrior in his own right. Peter decides to emerge from the shadows and take his crime-fighting public. However, in order to protect his identity and the lives of the people he loves, he decides to wear a mask to hide his face. Mild-mannered Peter Parker becomes the high-flying costumed hero SPIDER-MAN!

Although Uncle Ben has passed away, his spirit visits Peter from time to time in his dreams. In this dream realm, Ben-sensei is able to impart wisdom and help further Peter's training. However, these dreams almost always end abruptly, usually causing Peter much embarrassment as he awakens screaming.

Peter now tries his best to juggle his life as Spider-Man with his life as a straight A high-school student. However, he never expected the great lengths he would have to go through to keep his alter-ego hidden from his Aunt May and his girlfriend Mary Jane. It's hard enough being a teenager by day. Being a clandestine, super-hero ninja at night is another story entirely.

Alright. You've been following me for eight blocks now.

I'm alone, defenseless, and there's no one to save me.

Would you like me to ask your mommies if it's okay to attack me now?

Silly girl. This isn't a game.

Oh, no? Then what's with the crazy outfits and gas masks?

GRRR...

Let's make this quick, boys. I start school tomorrow

Boy, you guys really are clueless! Girls these days are looking for more than just a man.

They're looking for a....

SPIDER-MAN!

It's him!

The Spider!

That's right, dorks.

I'm cleaning up your act!

What the hell are you supposed to be?

No need to worry, miss...

These jerks won't cause you any more...

...trouble?

WHACK!

eep!

Thanks, but no thanks. You think you look any safer than those guys?

Freak.

You've done well, Peter. You bring honor to the entire Spider-Clan. You are pure of heart. And it is a great but worthwhile burden to continue to train you in secret. Poor May, she never understood.

But as you can see from the young lady with the metal pipe, your training is far from finished.

Do you know what I am holding, Peter?

A stick, sensei?

Yes. Do you know what I am going to do with this stick?

Umm... you're not going to hit me, are you?

WHACK!

OW!

Why did you allow me to hit you, Peter?

Because I can't see!

But you knew I was going to hit you, yes?

WHACK!

OOF!

That is the sense that tells us that when your sensei blindfolds you and walks around with a big stick...

We have many senses, Peter; sight, touch, hearing, taste, smell... and we also have *common* sense.

...you are probably going to get hit.

WHACK!

Geez, Uncle Ben!

Have you ever had that little tingling in the back of your head?

Right before something bad happens?

Yes.

That is your spider sense. It is self-awareness. And in knowing oneself, you know the world around you.

Let go, Peter. Let go of what you think you know.

Focus on the nothingness, the emptiness, the tingling...

Now, what do you truly know?

AAAAAAAAAGGGGHHHHH

Well, class, now that you're all aboard our wonderful school bus here, I'd like to introduce you to...

Aaaaaaaaaaggggggghhhhhhhhh!!!!!!

Parker! Why do I even bother?

Flash, make sure Parker stays awake.

On it, Doc!

Now, as I was saying, I would like to introduce you to our newest student, Miss Felicia Hardy.

Felicia comes to us as a transfer student from Macchio High. Let's all make her feel welcome in our class.

And I hope you all remembered to bring your gloves and brown bag lunches? Let's get this field trip under way and go help rebuild the Alonso Aquarium!

Oh, man... that's the girl from last night! This can't be happening.

This seat taken, sleepy-head?

Hell's Kitchen. Low rent projects lie in ruins, the result of the devastating destruction from the rampage of the Hulk.

I shudder at the dark forces that are buried somewhere in the 'Kitchen'.

It is time to prepare.

Prepare for the hunt.

Prepare for the darkness.

Someone must pay!

R.I.P. McGRAVE

DIABLO

LANIBUS

Sijun!

!

Pay for all this damage! And it better not be the taxpayers!!

I agree, Dr. Octavius.

That's why I feel such pride in donating the resources of Oscorp to helping clean all of this up.

Ah, Mr. Osborn, good to see you. Your boy Harry is a fine... well... he's a student of mine.

Too much of his mother in him, I'm afraid. Let me be the first to thank you and your students for coming. The damage the Hulk caused this city is near catastrophic.

If there's anything I've learned, Osborn, it's that if you really want something done, you put the kids on a yellow bus and call it a field trip.

And I, for one, could not let the aquarium remain in this state. I have already donated twelve of my personal tanks to house the largest of the aquarium's octopi.

Did you realize that the octopi are the most mis-understood of...

Yes, quite, quite. I'm afraid I have to run, Octavius. Keep up the good work and remember to stay in the authorized areas.

How goes the search?

We've started excavating the areas you've indicated, Mr. Osborn. It's only a matter of time now.

Brilliant. I must say this ruse of donating my resources to 'clean-up' is working out quite well. So many legal and 'political lubrication' fees avoided. And soon I will have *it!*

And then I will have *her* once again.

I know Doc Ock paired us up and all... but you know, if you want to maybe split up and... maybe meet up at the end of the day...

...well, I'll bet we could get twice as much done. You know, double our efforts...?

Quiet.

This way.

Umm... Felicia... this is a restricted area. We should really stay in area G-5. I don't think we should wander so far off.

And I really don't think it's very safe down there. Maybe... um... you might wanna come up?

My aunt made me some sandwiches. We could share them.

Parker, throw me your bag.

It's... um... full...

Parker!

Bingo.

The amulet.

Sheesh.

Fine. Here.

Are you lost, boy?

We... err... I was just looking for the bathroom.

Gentlemen, show this young man where the bathroom is.

You're sure this is the correct location?

Yes, sir. Our instruments have narrowed it down to the basement level.

And the girl is already inside?

Yes, sir.

Get her out.

Parker! You were told to stay in the student sections! How is it that an A+ student is always acting like a brainless jellyfish?!

Flash, look after Parker.

What about Felicia?

Mr. Osborn has informed me that Miss Hardy has gone home ill.

But...

That's quite enough, Parker!

Gotta get my bag back! It's got all my spider gear...

Wuss.

He looked worried.

Yeah, about getting his butt kicked.

Smooth move, freak. Why don't you just get outta here?

The city lights mean nothing to a blind man. But the darkness... I know the darkness. It is all I know.

And that amulet will be stopped!

So swears the *Devil Hunter!*

Looked all over for Felicia. What happens when she finds my Spidey suit? Maybe I can tell her it's some kind of Mexican wresting gear. El Spideroso...

DEF JUX!

EL-D

ELEMYNT

IN HERE

KNOCK! KNOCK! KNOCK!

IN HERE

Huh?

RISK

SIMS

Looking for something, sleepy-head?

Holy crap!

This is not happening.

You want it?

Come get it.

:huff:

:huff:

Neither the girl nor the amulet could be located. My Osborn Industries security force has failed me.

What good news can my graffiti-ninja offer?

We encountered the girl yesterday, My Lord. We still have her scent.

She will be easy prey.

Good.

Bind them with the dark arts.

Then I will join you.

Listen, Felicia, that stuff you probably found in my bag...

Well... I'm a big wrestling fan and my favorite is this one guy...

YIKES!

Umm... Thanks...

So there's this one guy, El Spideroso...

Quiet.

I've found them.

Copy.

...

What's the matter? Never kissed an older woman?

You're not in high school?

I was...

...before college.

College?!

Sorry, Petey. I was sort of under-cover back there at the aquarium. Or more like, on the job. Looking for *this*.

Mmm... Looks good on you.

A lot of people are after this puppy. Went missing during the Hulkathon.

This is what I do, you know. Steal things.

Spider...

Before I took off for good, I thought I should return your bag and your... heh... equipment, "El Spideroso".

...sense...

...tingling...

FELICIA! LOOK OUT!

Take off the amulet and give it here, boy. Before you're infected like your friend here.

I won't ask twice.

Surrender, Devil Hunter!

Or suffer your beloved's fate!

How dare you?!

You have no right to speak of her!

Demons!!

I have vowed to destroy all that are infected with the darkness!

I have vowed to destroy all that is wicked and evil in this world!

I have vowed to destroy all that is feared!

I have vowed to destroy the amulet!

Awake!

THIS IS NOT HAPPENING!

The boy!

Quickly! Before he...

...transforms!

Wicked.

SPIDER-MAN: LEGEND OF THE SPIDER-CLAN #2

PART TWO: DARKNESS OF THE DAY

FELICIA!

Aarrgghh!

This is getting ridiculous.

Dude, you're drooling all over my desk.

Oh, umm...

What kind of dream *were* you having? Sounds like geekhead's in love.

That's enough! Flash! Parker! Both of you will be staying after class.

You sure that's just drool, Petey?

Last night had to have been a dream...

What?! I didn't do anything. What about football practice?

Guess you'll just have to wrestle with the boys a little later, "Flashdancer"...

I believe I placed Parker in your care, Mr. Thompson. Consider this a lesson in 'friendship'.

You little punk! I don't care if that crazy kung-fu uncle of yours kicked the bucket, you're...

Enough!

Leave me alone.

Now, Peter, we all know what you've been going through. But this kind of behavior is not going to help any.

Sometimes people say the wrong things. I think it would've been more helpful to reach out to Flash.

He doesn't need a fist fight. He needs a hug.

=heh heh= "Flashdancer"!

Geekhead's da man!

Don't...

...touch me.

I'm outta here.

Poor Peter...

Uh, MJ? Dude's a psycho.

Harry Osborn, you're late for class again!

Sorry, Doc. Up late studying last night.

What'd I miss?

Elsewhere.

A boy has fallen to the amulet.

I tried to stop it, but I failed.

Just as I failed you...

"...that one Autumn day."

I wanted to find something as rare and precious as your soul.

Oh, Matt. It's incredible.

Not compared to you.

You're everything to me.

"That day we came across the devil."

"That day he took you away from me."

That day I vowed to hunt them down. All of them.

They will come for the amulet. They will come for the boy. He has bonded with the darkness unlike any before. Last night was... horrific. He's too strong.

I need your help. I need your strength.

Elektra.

Mr. Osborn! To what do I owe the pleasure?

The board wanted me to thank you for your help at the aquarium, Doctor, and to present you and your students with a gift.

You shouldn't have. What could it...

Oh, my! This is wonderful! It's such a unique breed. The children will be so pleased.

I wanted to personally thank two particular students of yours... Peter Parker and Felicia Hardy?

They were working in zone G-5.

Well, I'm afraid that Miss Hardy is absent, and Mr. Parker is...

...taking a 'personal day'.

How disappointing.

Mr. Osborn? Your son, Harry, he's been arriving late for school and seems... distracted lately.

Are there any problems outside of the class I should know about?

First I've heard of it, Octavius. I'll have a firm talk with the boy tonight and straighten it all out then. Good day, Doctor.

Good day indeed!

TELL ME, FELICIA, DO YOU BELIEVE IN HEAVEN?

Am I dead?

IT'S SAID THAT WHEN AN ANGEL GETS ITS WINGS THERE IS A SOUND.

DO YOU KNOW WHAT THAT SOUND IS, CHILD?

No.

THEN LISTEN CLOSELY.

WWWWWWHHHRRRRRRR

That evening...

Why can't I remember anything from last night?

Was it all just some sort of dream?

Felicia kissing me, putting the amulet around my neck, then that red demon splitting her in two...

And the next thing I know I'm waking up in school the next morning?!

It's all too crazy.

But how do I explain *this*?

Whew... 48 hours straight.

Can't wait to get myself down to Hooters for a couple of pints.

So I said, Mr. Smith, if you don't put your pants back on...

He what?!

Yeah, pretty sick, right? He said they're 'chafing'. So the next thing you know, it's like...

Lady, look out!

LIVE FRI@11pm ASSOP PROM

Holy Crap!

Awake!

Get outta the way!

THWIP!

HHOONWN..KK

Last night was no dream.

Heidi? It was like what?

Amazing...

Really? With Smith? Who woulda thought...

Later...

My head... pounding...

Feel so...

...cold.

"Peter, you are in danger."

Ben?

Everyone you love is in danger.

This will be your greatest test.

Do not fail. May's life depends on it!

Ben?

May?!

I'm right here, Peter. Goodness, you're burning right up.

A Mr. Osborn is coming over to speak with you, Peter. He has some very serious concerns.

It seems there was an incident on your field trip yesterday. Some kind of property theft. A necklace, I think.

I also had a phone call from Dr. Octavius. He told me about what happened at school today.

Peter... What's going on?

Auntie, now is not a good time.

NO!

Peter! What is that thing around your neck?! Where did you get it?!

Nothing. It's nothing.

It couldn't be...

DON'T TOUCH IT!

Don't...

SLAM!

That look in his eyes... I need help.

The Osborn Residence.

Okay, Harry. Focus on being quiet.

Like a little bunny or a mouse.

Just try and sneak by...

...without being noticed.

oops.

Dad?

Sorry I'm so late. There was this thing that happened at the rave and I missed my ride.

You were probably really worried.

Not now, son. I have work to do.

You couldn't care less, *could* you?!

Don't you ever raise your voice at me!

Make sure you're up in time for school tomorrow.

I don't have the patience to listen to that bumbling teacher of yours again.

Later, underground.

The girl may already be dead, but the boy remains. Once you find this little black Spider-Boy, engage him.

He is extremely dangerous now that he has made the connection with the amulet-- with the darkness.

I have contacted additional 'resources'. You need only keep him occupied until this help arrives.

It is now too late to try and remove the amulet without killing the boy.

GO!

Yes, Master.

The Dark Powers you seek are dangerous, Osborn. They will consume you.

I need those powers if I'm ever to bring Kay back into this world.

God knows Harry needs his mother. He's so...

...lonely.

CHILD.

ARE YOU READY?

ARE YOU READY TO HUNT THE SPIDER?

Yes.

LEDINX-SYPA

Meanwhile, at Peter's house...

Oh, Ben. Why can't you be here? Why can't you be with Peter?

I'm so scared. I'm not sure I can do this on my own.

He's all we have left. He's all I have left.

Peter.

DING!

Thank goodness you're here!

I need your help...

"...Mr. Murdock."

Yes, the help of a Devil Hunter. We haven't much time.

The amulet that your nephew has is a physical manifestation of the darkness of this world. This darkness has allies. *They* may have already made contact.

They will recruit him, and then they will *destroy* him.

I already know all this, Mr. Murdock. Years ago they took the life of my sister.

They killed Peter's mother!

The subway tunnels.

What's happening to me?

I watched someone die last night! Cut in two right in front of my eyes! I thought it was a dream... I thought it was a nightmare.

And May...

I would never hurt May. Never!

But when she reached for this thing...

I have to get rid of it. I have to take it off!

AAGGGGGHHHHHHHH!!!

RALFI!!

I feel...

...danger.

No.

Please. I don't want to hurt you!

You don't know what I've *become!* I can't control the *darkness!*

Please...

WHY WON'T YOU LISTEN TO ME?!

Why can't you understand?!

I'm going to destroy you all!

I'm going to rip the flesh from your bones!

And it...

...feels...

...good.

THWP- THWP!

SPAK!

SPAK!

KRASH!!!

huff

puff

You've done well, young one.

You will grow to be one of our strongest.

I am Baal, father to The Shadow Clan.

Welcome home.

SPIDER-MAN: LEGEND OF THE SPIDER-CLAN #3

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PART THREE: CHOICES

Hff!

GUUURRGLLLE

Your new pet has yet to find his bark, Baal.

You're still holding back, boy!

Trust the anger. Overpower the fear.

Find the *darkness.*

GRRGLLLEEE GRRGLE

Gasp!

I can't... I can't lose... control...

Oh, no?

Then let me be your teacher, Peter.

Let me show you the way.

LET

GO!

grrrgggglee...

AAAAAAGGGH!!

ggrrrr...

CRACK!

PAPFFF!

Blood!

Aggression!

CRUNCH!

Death...

TUNK!

Is this what you want, Baal?

SNAP!

Is this what you want?!

Yes!

Congratulations, Peter. You've passed your initiation.

You will become the Shadow Clan's greatest warrior.

The Parker Residence...

My heightened senses should be able to track Peter's movements fairly easily.

Especially with such strong... 'source material'.

Mr. Murdock, thank you.

If anything were to happen to Peter...

He's all I have left.

Ms. Parker, you said you were aware of the nature of this amulet.

Yes. My sister lost her life to that cursed thing.

Than you must also be aware that by now Peter has bonded with it. He has taken the darkness into his own life essence.

When I remove the amulet from his body and take away that darkness...

...his life essence will also leave his body.

He will not survive.

No! I thought there would be some way...

I'm sorry, Ms. Parker, but at least this way we can save his soul.

I'll be in touch.

It can't end like this.

I promised his mother.

Isn't it beautiful, Kiri? The water, the skies...

It looks the same as it did last night, May.

One day, Kiri. One day you'll meet someone. And from that day on, you will wake up and the sun will shine brighter...

A day like today, May?

Shinji, my love!

Even the setting sun looks pale and dull compared to you, May.

What does this mean, sensei?

Sensei?

Peter! How could you do this to me?!

MMAAAAYYYYY!!

Ah, the young spiderling finally awakes.

Where? Who? Oh... Baal. I'm sorry, I was dreaming.

Eat. The initiation pushed you pretty hard. You've been asleep for days.

Days? I need to get home. I need to see May.

You've never had much of a family, have you, Peter?

Just May. Only the last time I saw her, I...

She got hurt.

She's not strong enough for you, Peter. Here in the Clan we are more than just family. We are friends and brothers.

You don't have many friends, do you, Peter?

Here, among us, not only are you wanted, but you will become our greatest warrior. People will look up to you, Peter. They will admire you.

We can help you ***accept*** the darkness... use it for your own needs.

But it won't happen without you wanting it to.

May... your high school... your sensei... You have to learn to let go of your old life.

It all seems so far away right now.

It is.

The classroom of Otto Octavius...

My new little friend, "Canterbury".

You are such a perfect creature. Unique. Brilliant. Admired. I envy you.

"Brilliant" was a word my old college mentor once used to describe me.

I gave up so much to dedicate myself to education. Friends, family... I turned my back on them all just so I could become "brilliant".

But instead of leading international lectures or writing papers for scientific journals, where did I end up?

Here. Teaching high school biology.

BIOLOGY 101

Brilliant, indeed.

Well... at least I have the children.

You guys can't leave now! It's just getting good.

Harry, the only way I'd have any fun at this place is if I was "some other place". And I have a game tomorrow.

Yeah, really, dude. This place is just a big room full of people grinding their teeth and rubbing tiger balm on each other.

Let's go, Harry.

Even the music sucks.

Screw you, guys! Take the Audi home.

I'm going to find me some real friends inside.

Ooohhh! Tough guy.

What a jerk! Let's get out of here and grab some drive-thru.

Take it easy on him, babe. He's just going through some family stuff right now.

You meet his Dad at the Aquarium clean-up?

Creepy.

Elsewhere...

Master, we were outnumbered. An entire Clan of spider-like warriors. We did not stand a chance.

The Shadow Clan reveals itself. This complicates matters.

Only one way to get that amulet.

Even Venom and the Kuji Kuri cannot hope to overcome the Clan. There is only one option left.

Only one way to see my Kay again.

The cost will be great.

Possibly my very sanity.

But Harry needs his mother.

With these forbidden words, I give myself to the demon world!

A true and willing participant!

I forfeit my ties to mortal weakness!

GRRNCH

No longer do I have to hide behind a mask of wood and metal!
Come, little ones. Greet your new master. We must prepare for the hunt.

The underground tunnels...

Nice try.

IT TOOK GOD SIX DAYS TO CREATE THIS WORLD, FELICIA. IT TOOK BUT A SINGLE MOMENT FOR MAN TO TAKE THAT WORLD AWAY FROM YOU.

I'VE GIVEN YOU A SECOND CHANCE. ALL I ASK IS THAT YOU FULFILL YOUR PROMISE TO ME.

Don't worry, big man. You'll get your amulet.

WHEN YOU DELIVER THE AMULET TO ME, I WILL GIVE YOU A CODE. IF YOUR CYBERNETIC IMPLANTS DO NOT RECEIVE THIS CODE WITHIN 24 HOURS, YOUR BODY WILL SHUT DOWN.

I'LL TAKE BACK WHAT I OWN... LEAVING YOU AS I FOUND YOU.

LIFELESS.

Yeah. Yeah.

Listen, I know where the kid is. And the amulet is with him.

HE WILL BE PROTECTED BY THE CLAN.

Thanks to you and your cybernetic miracle working, they're gonna learn real quick...

This kitty's got claws!

The moment we've been waiting for has come, my Kuji Kuri. The Shadow Clan has grown in strength since I last fought beside them.

Perhaps too strong to tackle on our own. But the fates have provided us with assistance.

We shall wait, take them from behind, and mop up whatever is left.

Underground...

Peter...

It causes me great pain to have to do this...

...but not as much pain as this world would feel if I did not.

CHUNK

What?!

AAAAAAGGGGGGGHHHHHHHHHH!!!!

What are you...

Uggh!

What did you do to me?

SPLITCH

This is a rescue mission.

I'm here to save your soul.

Now die.

Meeorrrwwww!!

Guess what? The cat came back.

You! You're alive?!

Brothers!

Defend him!

Oh, God, Peter!

The boy is in danger!

Wake Baal!

I must finish what I have begun! The boy has yet to be...

Awake!

AAAAHHH

...destroyed?

THOOM!!!

Let go, Peter.

ggrrrr...

Now, my Kuji Kuri!

ATTACK!!

Peter?

It's me.

May...

Can't control...

ggrrrrr...

CRUNCH!

SPIDER-MAN: LEGEND OF THE SPIDER-CLAN #4

PART FOUR: CONSEQUENCES

Get away...
Hard to keep control...
Every time I use the darkness... lose myself a little more.
I'm not leaving without you, Peter!
Stop!
CHUNK
Just what is going on here?
Haven't you heard it's not nice to throw things at sweet old ladies?
Peter? Run.

BAAL!

Do you recognize my voice? Do you recognize the emptiness?

The same emptiness you created all those years ago...

That one day in autumn?

The day you took her away from me.

The day I vowed to hunt you and your kind down.

All of you.

KRACK!

Yes...

All of us...

Peter! They're right behind us!

Run, May!

Keep running!

Focus... on the amulet...

Use the darkness!!!

=huff=

No, May. We're not. No one is safe.

May...

Oh, Peter, we made it. We're safe.

PAN

Not while I wear this.

Hide it in a place where it won't hurt anyone... ever again.

No! Peter! If you remove it you'll die.

And if I don't?

May?

Tell me about my mother.

Kiri...

She was my little sister. She was beautiful, quiet...

...more intelligent than I could ever hope to be.

Whenever she was sleeping... Her dreams were so vivid... ;sob; so alive...

Hgghhhh

;sob; She never had many friends. But anyone who knew her loved her more than anyone else. ;sob; She was the most selfless person I knew.

Ughhhh!

SNAP!

aaaaggggGGHHH!

She was just like you.

Where's the amulet, boy?

My word!

Leave Peter alone!

Take my life. I'm already dying. It doesn't matter anymore.

Oh, it always matters.

Don't...

I'm not one for games or treasure hunting, boy.

Macchio High-- bring the amulet to me there.

You have one hour.

I'll be waiting.

I'm sorry, May. I can't... I'm so tired... falling asleep...

Strength!

Your little one is already so big, May! But isn't it strange to not have named him yet?

He's so special. I can't decide. When the time is right, a name will appear for him.

Much like his father, he's always running around looking for trouble.

HA HA I think that comes from his mother, don't you?

Admit it, May, you're the one always running around trying to take care of everyone else.

No. Just my little sister. But not for much longer. I hear Mother has found you a husband, Kiri.

Yes, a skilled fighter. Ambitious, too. I've heard him talk of his own martial arts school someday.

May... Shinji... You two found each other and fell in love. You created a beautiful child. No one ***decided*** who you were going to marry. And no one's going to decide for me either.

But Ben is a nice young man...

Kiri, by marrying Ben...

That's enough!

I've already found someone.

He gave me this.

And just like you, May, I... I'm giving him a child.

I'm pregnant.

What is this? You wish to dishonor our entire clan?

How dare you?! How dare you stand here and talk to me of dishonor, Shinji!

Both of you, please...

Shinji, I know why you left your family... after you dishonored your clan by marrying a peasant girl.

You gave up your family's honor to be with May, to help raise this child.

You gave it all up for love.

I'm only doing the same.

Kiri...Your eyes...

I told you they would not understand, my love.

My God!

No, May... that is no God.

Demon! You will have to rip through every ounce of my living flesh before I will understand your intentions with little Kiri.

But of course.

THWIP THWIP THWIP

Shinji!!!

THWIP

I'm sorry, May. I have to go now...

Yes. Come to me, my love.

My son!

You're still breathing, but only just. Fight, little one.

The discoloring on your skin. The arrow has been tainted. Poisoned with dangerous spider...

...venom.

Oh, my God! That means...

The amulet is mine!

Osborne didn't see it. Heh.

It was right beside you and he didn't even see it.

All those new found Goblin powers and all he had to do was look to your left.

The fool.

VENOM!

Give me... the amulet...

Need to... put it back on...

One last time...

Use the darkness.

Save May...

Wonder why you're still breathing? Why it's going to take you another week of wasting away before your body shuts down?

You never gave yourself completely over to the amulet's power. Until that's done, your energy within the amulet can be... replaced.

The 'goodness' inside you held you back. It made you weak. But I know nothing of goodness.

Some say it happened as a child, when I was struck by that venomous arrow.

Excuses. I was born evil. Nature's decision. It's who I am.

If anyone's destiny lies with that amulet, it's mine.

You spared my life once. It's a debt I still owe. My life for yours.

When we were young, we were raised as brothers, Peter. And my debt to you shall be paid... like a brother.

My mother needs you.

I will let the amulet absorb my life force in place of yours.

Our debts are cancelled.

Like a brother?

Venom. He used to be my greatest soldier. You were meant to replace him.

But look what happened. You've turned your back on the Clan, Peter.

You've turned your back on your family.

Yes. I did. But never... ever... again.

Destroy the child!

Bring it on.

I don't need that stupid amulet.

I don't need what it gave me.

I don't need you.

I don't need your family.

I have my own.

I've taught you well. Now let's see how you do against your master.

Ooo-kay, Darth. What's this? Episode III?

PURR

RGH!

He's going to have to wait his turn, Baal.

Hhsss...

And you wait for yours, Hornball.

I can't let them kill you yet, Devil Hunter.

I still owe you for what you did.

Then we fight them together... for now.

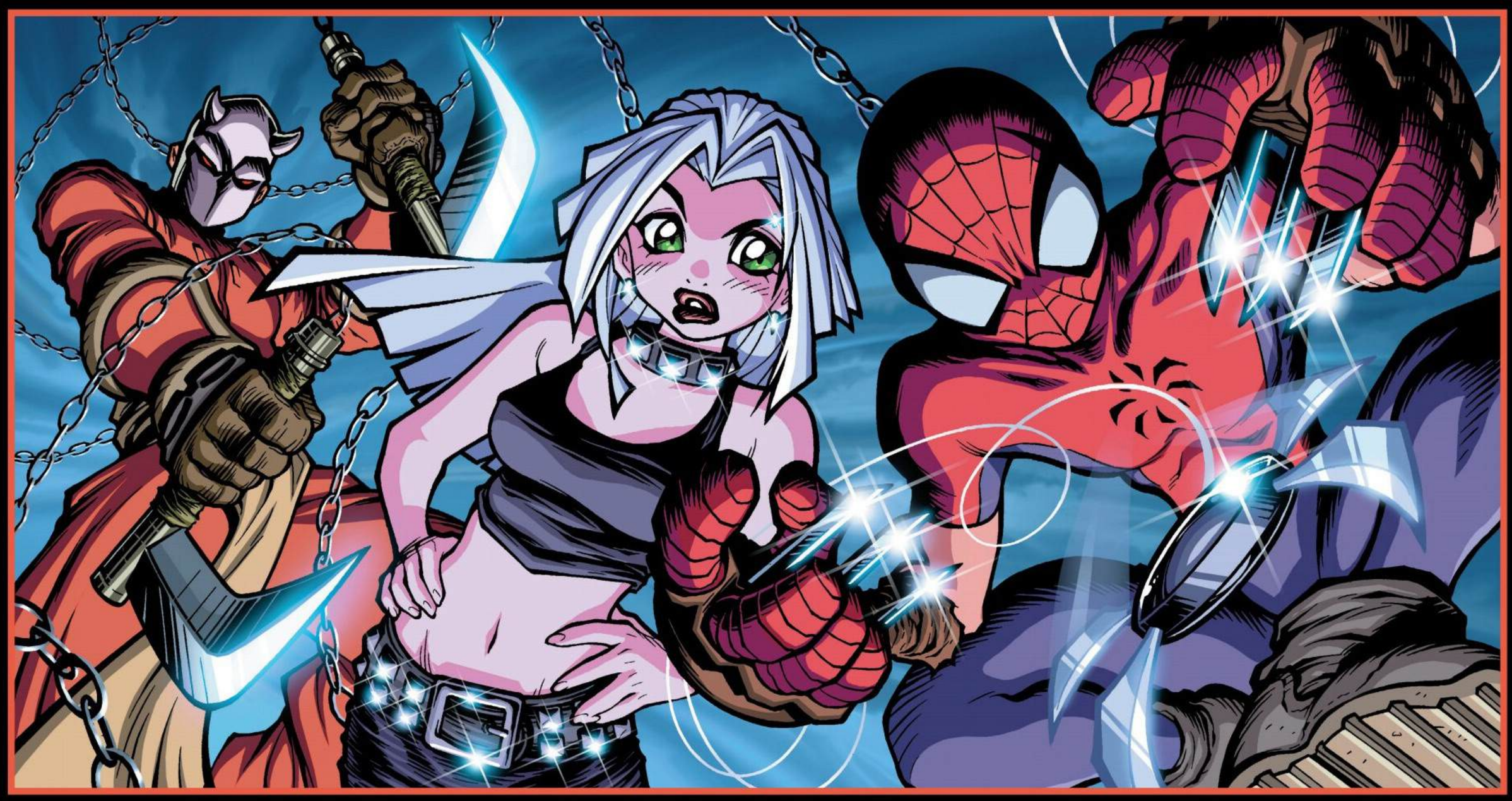
For now.

Found these inside, Peter. This is getting to be a habit with you and me, isn't it?

Go get 'em, Tiger.

Thank you, Felicia.

Hold on, May. I'm coming!



ADAM WARREN & GURU-eFX

#2 Recap art

RYAN KINNAIRD

#3 Recap art

SPIDER-MAN: LEGEND OF THE SPIDER-CLAN #5

PART FIVE: REDEMPTION

Man, it is soo early.

I'm tellin' you, Harry sounded messed up.

Yeah, and the difference between now and every other day of the week...?

No, this is different.

He stopped answering his cel a while ago.

But he's gotta be here somewhere. Maybe the gym?

Children! That gymnasium is off limits at this time.

If you want to participate in intramural basketball, may I suggest you register for lunchtime activities like anyone else?

Doctor Octavius, I think I can explain. We were only looking for...

Trouble? Listen very closely, Ms. Watson...

I will not allow the gymnasium doors of this institution to be opened so early in the morning.

Look, Doc, we just need to take a quick peek inside and we're gone.

Without permission from myself or Principal Jameson, there is about as much chance of that happening as a mollusk has in...

...hell.

CREEK

Hello?

The mollusk. A small creature easily lured into the unknown by the shape of a small worm...

...which is, in reality, the tip of an arm. One of eight arms actually, each of those arms bearing two rows of suckers.

Hundreds of these suckers to hold onto the little victim while a hard beak penetrates its flesh, injecting a poisonous venom directly into its system that renders it immobile.

And with that venom is also delivered a digestive enzyme. The small crustacean begins to be digested whole in its own shell, before its flesh is sucked from the useless protective shell.

I'm sure you're very familiar with the process, Doctor. The spineless, soft body... the highly developed brain. It's easy to see why you would identify with that large, murderous creature.

The octopus. It's my life's work.

How appropriate, then, that you will now have this one opportunity...

...to become the mollusk.

Now, little ones, open those beaks.

It's time to feast on the flesh!

!

I don't wanna die!

Children, stay behind me!!

Breakfast is, after all, the most important meal of the day!

Tsk, tsk. You're just like spring break, Gobby.

No class.

Not to mention you look like you've been in the sun all day, the clubs all night, and bent over the toilet all morning.

And you're a big boob.

But you're in school now. My school, Macchio High. And classes start this morning.

First period, Ass-kickology 101.

Insect, where is my amulet?

Wow. That stings.

I am going to ask you one more time: where is my amulet?

You stinkin' cheater.

I feel worse than Frank Dux at the end of Bloodsport.

This is no movie, boy!

BOOM!

Kumotae!!!

BOOM!

AHHAHAHA!

HAHAHA!

BOOM!

BOOM!

BOOM!

AHHAHAHA! HAHAHA!

HAHAHA!

BOOM!

So this is what it feels like... to black out...

Sensei? You're back?

I never went anywhere, Peter. It is you who have returned.

And just in time, too.

Do you remember our last lesson?

You're in need of its teachings. You're in need of...

...the Spider Sense.

The amulet-- give it to me, boy!

See what is not seen.

Hear what is not heard.

Touch what cannot be touched.

What is this?

You damned spider!!!

I won't stop until that amulet is mine!

Follow your intuition.

Nothing will stop me from getting you and that amulet!

Harry will have his mother once again.

Nothing matters more!!!

Follow your nose.

It always...

=gasp=

I'm... I'm... what's going on?

I need...

Help me.

Harry?

Harry... it's me, your father.

Dad... heh... you look funny...

Dad, don't hate me.

No. I was only trying to help.

I was trying to bring you back your mother...

...not lose you too, Harry.

We're going to need an ambulance.

We've done it, my love.

The darkness that took you away, Elektra-- it has finally lifted.

Baal and the Shadow Clan are destroyed.

Even this little one has somehow managed to free himself from the curse of that amulet.

It will never harm another.

HSSSSSS

Please be okay, Auntie. I swear I'll hang up the Spider Suit for good.

Now, how boring would that be?

El Spideroso.

Felicia! You-- you're okay!

Come here, cutie.

Well, look who else the cat dragged in.

Uh... we're just checking... up on Harry.

Dude, geek-boy's getting some...

Yeah, and she's hot!

Peter Parker?

Yes, sir. How is my Aunt doing?

Your Aunt is exhausted, both physically and emotionally. I don' t know if you know this, but she has a weak heart.

We're going to keep her for a couple days, but if she gets her rest and watches her stress level, she's going to be okay.

Thank you.

Let's get out of here, Petey.

I don't think I should leave the hospital.

Don't worry about it.

I don't like her...

The next morning...

Felicia?

What's this? A note...?

Dear Petey,
Stay out of trouble, hot stuff. Time for this kitty to move on. Keep an eye on that redhead girl-- she's got a little crush on you.

Kisses and scratches, Felicia

Thanks, Felicia... wherever you are.

All right, sweetie, time to make good on your end. I've still got another two minutes and thirteen seconds before I stop breathing.

Well done, little kitten.

You'll find the code that unlocks your shutdown mechanism is being uploaded to your body's system files right now.

So my "debt" has been repaid and we can call it even?

Yes... for now.

I'm outta here, tubby. Don't call.

Amulet, awake!

YyYyEeEeEeSSSS!

With the power of this amulet, I have been reborn.

Venom has been destroyed, and the Kuji Kuri is once again mine to rule with the iron fist of... *Kingpin.*

I'm so glad you're okay, Peter.

You and me both, Aunt May.

And the amulet was destroyed?

As far as I know-- thanks to your son, Venom.

I guess even the darkest soul can find a little light when it comes to family.

Who's Venom?

Um... hi.

And who is this lovely girl, Peter? Shame on you for not introducing us before.

What are--? Aunt May, this is Mary Jane. She goes to school with me.

A pleasure, Ms. Parker. I was just checking in on your nephew here, making sure he's okay.

Peter? Why don't you leave me alone for a while? I need my rest. Go visit with your friend.

Are you sure?

Peter, I am positive.

C'mon, Tiger, we're all getting some breakfast.

Yeah... cool. I would really like that.

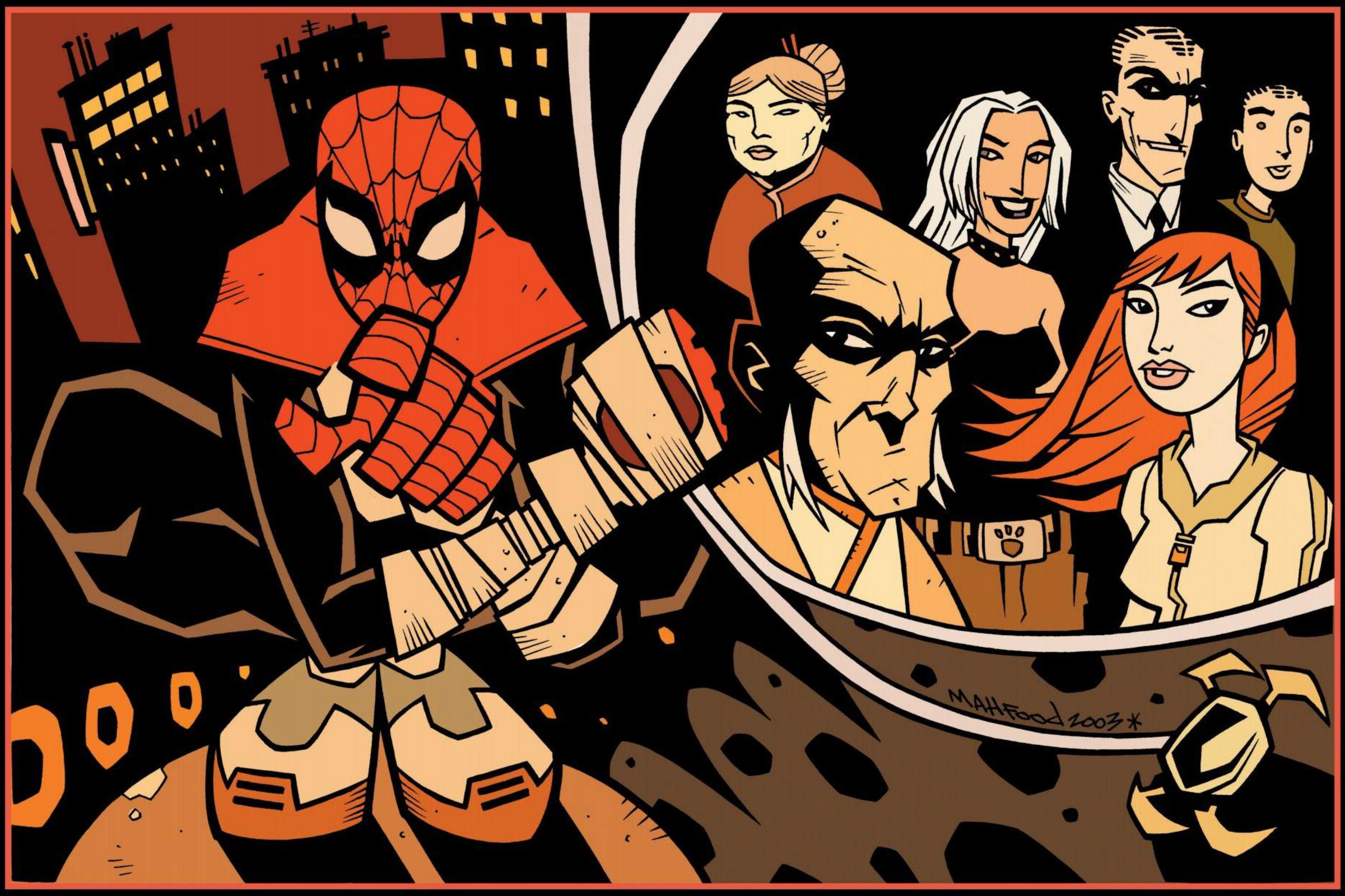
THE END

Dedicated to Brian Smith. We'll miss ya, Smitty...

Special thanks to
everyone at Marvel Comics
who helped make this
project go from
dream to reality.

POP MHAN and GURU-eFX

#4 Recap art



JIM MAHFOOD and PAT DUKE

#5 Recap art

SPIDER-MAN FAMILY FEATURING SPIDER-CLAN

BORN INTO OUR **WEB**, BUT RAISED WITHOUT A **MOTHER**...

THE YOUNG **SPIDER** LEARNED OUR WAYS, FROM THE TEACHINGS OF **ANOTHER**.

AS THE **BOY** BECOMES A **MAN**, HE MUST SOON SHED HIS **SKIN**...

CAST **AWAY** HIS TATTERED **PAST**, TO REVEAL THE POWER **WITHIN**.

HE MUST BE SET UPON THE **PATH**, THAT LEADS HIM TO OUR **DOOR**...

TO BRING THE **SPIDER** INTO OUR **WEB**, HE MUST FACE...

...THE **FOUR**.

AAAAAAGGGGHHHH!

UH...

AHEM.

SORRY, AUNT MAY.

YOUR CONNECTION WITH *BEN* HAS ALWAYS BEEN *STRONG*, PETER.

EVEN NOW, *YEARS* AFTER HIS DEATH, YOU STILL SEE *HIM* IN YOUR *DREAMS?*

IT WASN'T *UNCLE BEN* THIS TIME. IT WAS *SOMEONE ELSE.*

SOMEONE *FAMILIAR*, BUT... *EVIL.*

ANYTHING WE SHOULD BE *CONCERNED* ABOUT, TIGER?

POSSIBLY, MJ. THE WOMAN, WHOEVER IT WAS, MENTIONED THE *PATH* OF THE *SPIDER*...

COME NOW. THERE'LL BE NO TALK OF "*BUSINESS*" IN FRONT OF YOUR UNCLE'S GRAVE.

WE WOULDN'T WANT TO CAUSE HIS *SPIRIT* ANY *UNREST*...

SHRUSH

W-WHA--

BEN!?!

AUNT MAY!!

SHLOOM

SWOOSH

PEEETTTEERRR!

HYYAAAHHH!!

FWOOSHH

ENOUGH!

SPPLLOOOOSHH

WHO--?!

LEGEND OF THE SPIDER-CLAN

Elemental Evil

WHAT KIND OF MONSTERS *ARE* YOU?!

HOW *DARE* YOU DEFILE THE RESTING PLACE OF MY *DEAD HUSBAND*?!

NO!!

LET HER GO !!

SANDMAN-- THE WOMEN.

JACK-- THE SPIDER.

HEH HEH HEH HEH...

HEH.

FWAASSSHH

NOT GONNA HIT ME AGAIN-- YOU'RE TOO SLOW.

YOWTCH!!

LIAR, LIAR...

NNOOOO!

YOU WERE SO CONCERNED ABOUT YOUR DEAD HUSBAND'S GRAVE...

BUT WHAT ABOUT HIS REMAINS?

YOU MONSTER!! HOW COULD YOU--?!

ASHES TO ASHES...

...DUST TO DUST!

YOU KNOW, NORMALLY I'M MORE OF THE HAPPY-GO-LUCKY HERO TYPE...

...BUT YOU CLOWNS PICKED THE WRONG DAY TO MESS WITH ME!

WHISH

WHISH

WHISH

WHISH

HA HA HA HA!

SSRRZZZLL

WHAT THE--?!

WHAT NOW...?

WHOOSH

OH--!!

THUNK THUNK THUNK THUNK THUNK THUNK THUNK

THUNK

THUNK

THUNK

THUNK

THUNK

THUNK

THUNK

THUNK

THUNK

THUNK

UGGGHH!

"THE ITSY BITSY SPIDER WENT UP THE WATER SPOUT.

"DOWN CAME THE RAIN AND WASHED THE SPIDER OUT.

"OUT CAME THE SUN AND DRIED UP ALL THE RAIN."

WHO THE HELL *ARE* YOU PEOPLE?!

WHAT DO YOU *WANT* WITH US?

"THE ITSY BITSY SPIDER WOULD NEVER BE THE SAME AGAIN."

NO...

NO!! DON'T *HURT THEM!* IT'S *ME* YOU WANT!!

YES, IT'S YOU WE WANT. BUT THE BEST WAY FOR US TO HURT **YOU**...

PLEASE...

...IS TO HURT *THEM.*

...NO...

KILLING ONE WILL SUFFICE.

SO WHICH ONE WILL IT BE, SPIDER?

DON'T DO THIS...

VERY WELL. ALLOW ME...

EENIE

MEENIE

MINEY

MOE.

WHISH

NO!!!

EARTH. WIND. FIRE. WATER. WE ARE *THE FOUR.*

OUR TASK WAS TO *SEEK YOU OUT*, SPIDER. TO HELP YOU *SHED* YOUR *SKIN.* TO SET YOU ON YOUR *PATH.*

PRAY WE NEVER MEET AGAIN.

MAY...?

WHAT...

WHAT IS THAT?

A MAP TO THE *LAND OF THE SPIDER-CLAN*...

MAYBE IT'S AN *AMUSEMENT PARK*, MJ.

"SPIDER-LAND! FILLED WITH ALL YOUR FAVORITE ARACHNID ATTRACTIONS!!"

WE CAN GO WHEN YOU GET OUT.

OH, MJ...

I'M SORRY, MARY JANE. I'M *SO* SORRY. I KNEW THIS WOULD HAPPEN SOMEDAY...

I'M A DANGER TO *EVERYONE* AROUND ME. ALL I BRING IS *PAIN* AND *SUFFERING* TO THE ONES I LOVE.

MAY'S DEAD. AND IT'S ALL *MY* FAULT! IT SHOULD HAVE BEEN *ME* WHO DIED.

NOW I'VE GOT NO ONE! THERE'S NOTHING HERE FOR ME ANYMORE...

SO I'M GONNA GO AND *FIND* THIS PLACE. THE *SPIDER-CLAN*... THE ROOT OF *EVERYTHING BAD* THAT'S *EVER* HAPPENED IN MY LIFE!

MAY'S DEATH LED ME TO DISCOVERING THIS MAP, MJ. IT *CAN'T* BE A COINCIDENCE. I'M GOING TO LEARN THE *TRUTH*, TO FIND THE *ANSWERS* TO THE QUESTIONS HER AND BEN REFUSED TO TALK ABOUT.

HOPEFULLY BRING SOME MEANING TO HER *DEATH*...

...AND MY *LIFE*.

⇒HUFF⇐

HWAA!

OW.

WOAH!

JUST A...
...LITTLE BIT...

...MORE!

OH.

SORRY FOR JUST *SHOWING UP* WITHOUT *CALLING FIRST.*

THE *SPIDER-CLAN,* I PRESUME?

ALTHOUGH I DON'T SEE TOO MANY SPIDERS...

HHHHSSSS

THEY'RE NOT THE ONES YOU SHOULD BE *WORRIED ABOUT...*

...BROTHER!

VENOM?!

NOOOOO!!!

SAVE YOUR STRENGTH.

THWACK

FWWUUK

THWAM

YOU'LL NEED IT LATER.

UNFF...

SEEMS YOUNG PETER STILL HOLDS A GRUDGE.

HHHHSSSS

I WOULDN'T WANT IT ANY OTHER WAY.

Weeks Later...

I DON'T KNOW WHAT I FIND HARDER TO *BELIEVE*, THE FACT THAT *YOU'RE* STILL *ALIVE*...

...OR THAT *I'VE* AGREED TO LET YOU *TRAIN ME!*

BEFORE YOUR *FEVER BROKE*, YOU BABBLED OF WANTING TO KNOW THE *TRUTH* ABOUT OUR *FAMILY*... ABOUT THE *SPIDER-CLAN*.

WHAT *BETTER WAY* TO FIND IT THAN BY *BEATING IT* OUT OF THE *ONE* WHO *KNOWS*?!

THAT'S THE *ONLY REASON* I CAN GET UP EVERY MORNING.

AS FOR MY *RESURRECTION*... LET'S JUST SAY I WAS *LUCKY*.

WILL MAY BE SO "LUCKY"?

THWAK

GHARRGH!

THWAM

OW!

YOU HAVE THE *SAME TOOLS* AT YOUR DISPOSAL, PETER!

OR HAVE YOU *FORGOTTEN* YOUR ABILITY TO *SPIN WEBS* FROM YOUR *WRISTS*?

THEY ONLY WORK... *SUB-CONSCIOUSLY*.

I CAN'T...

THWIP

THWIP

GOOD BOY.

LEARN. *FOCUS*. MAKE IT A CONSCIOUS ACTION...

"...NOW LET'S SEE WHAT *ELSE* YOU CAN LEARN.

"EACH MEMBER OF THE *SPIDER-CLAN* IS BORN WITH A *GENETIC GIFT*, AN *INTERNAL ABILITY* THAT MAKES US *UNIQUE*, ONE WE CAN USE TO OUR *ADVANTAGE* IN *LIFE*.

"*THIS* IS THE POWER THAT COMES FROM *WITHIN US*.

"THEN THERE ARE THE *OUTSIDE FORCES* THAT WE MUST *ALSO* LEARN TO *CONTROL*.

"THE SPIDER-CLAN'S *GREATEST STRENGTH* IS THAT WE ARE ALL *CONNECTED* TO THE *WEB OF LIFE*. WE CAN DRAW ON *THE LIFE FORCES* OF *ALL THOSE* IN TUNE WITH THE WEB, TO INCREASE OUR OWN *PHYSICAL STRENGTH* AND *ABILITIES*.

"THE WEB OF LIFE *ENHANCES* AND *EMPOWERS*, ALLOWING US TO ACCOMPLISH THINGS THAT MIGHT OTHERWISE SEEM *IMPOSSIBLE*.

"HOWEVER, IT IS WHEN WE *COMBINE* THESE POWERS... WHEN THE ABILITIES FROM *WITHIN* MEET THE FORCES FROM *WITHOUT*...

"*THAT* IS WHEN WE OF THE SPIDER-CLAN BECOME OUR MOST *POWERFUL*.

"OUR MOST *DANGEROUS*.

"OUR MOST *DEADLY*.

"YOU'RE NOW READY...

"...FOR YOUR *FINAL* CHALLENGE."

YOU SEEK THE *TRUTH.*

ONLY ONE *FINAL OBSTACLE* NOW STANDS IN THE WAY OF THE *ANSWERS* YOU SO DESPERATELY *DESIRE.*

ME.

PROVE THAT YOU ARE *WORTHY.* *DEFEAT* ME...

...AND *ALL* WILL BE *REVEALED.*

I THOUGHT YOU'D *NEVER* ASK.

I'VE BEEN WAITING TO *CUT LOOSE.*

THWAAM

TO GET MY HANDS *DIRTY--*

--WITH YOUR *BLOOD!*

THWAAM

HHHSSSS

NO!

YOUR *TRAINING* HAS MADE YOU *STRONG*, PETER.

YOUR *DESIRE*... EVEN *STRONGER* THAN I COULD HAVE *POSSIBLY IMAGINED*.

MAYBE YOU *DO* STAND A CHANCE AFTER ALL...

"...FOLLOW ME."

HERE. I AM NO LONGER WORTHY TO ENTER HER LAIR.

YOU WANT ME TO BLINDLY WALK INTO A DARK CAVE? NO, YOU FIRST. I INSIST.

YOU WILL BE SAFE. SHE'S BEEN WAITING A LONG TIME FOR YOU.

OOOOKAY.

SHE?

SHE WHO...?

THE WOMAN... FROM MY VISION...

MOM?!

SO YOU *REMEMBER* ME, MY SON?

YOU... YOU'RE...

YOU'RE *ALIVE?*

YES. *MAY* AND *BEN* FED YOU *LIES*. HID ME FROM YOU, FOR ALL THESE YEARS.

KEPT A *SON* FROM HIS *MOTHER*.

WHY?! AUNT MAY AND UNCLE BEN WERE *GOOD PEOPLE*...

THEY WANTED TO *KEEP* YOU FROM *FULFILLING* YOUR *DESTINY*.

MY DESTINY?

TO TAKE YOUR *RIGHTFUL PLACE* AT MY *SIDE* AND *LEAD* THE *SPIDER-CLAN!*

AND WHAT MAKES YOU THINK I'D WANT TO DO THAT?

PETER, *PLEASE*... THERE'S NO ONE ELSE LEFT IN YOUR LIFE.

YEAH, YOU MADE SURE OF THAT, DIDN'T YOU?

WHAT?

YOU SUMMONED THEM...

YOU SENT THE *ELEMENTALS* AFTER ME... AFTER *US!?!*

OF COURSE.

YOU KILLED MAY!!

YOUR OWN SISTER!! HOW COULD YOU?!

IT WAS THE ONLY WAY.

THE ONLY WAY TO WHAT...?!

TO SET YOU ON THE PATH. TO BRING YOU TO ME.

MAY WAS THE FINAL ATTACHMENT THAT NEEDED TO BE SEVERED.

THAT'S ALL SHE WAS TO YOU?! AN ATTACHMENT?

I LOVED HER! SHE RAISED ME! SHE WAS MY MOTHER!

BUT I AM YOUR MOTHER.

DON'T YOU DARE SAY THAT.

YOU MEAN NOTHING TO ME. YOU MAKE ME SICK.

WHAT MADE YOU THINK I WOULD EVER JOIN YOU?!

IT WAS YOU WHO CAME TO US.

I CAME LOOKING FOR ANSWERS!

FOOLISH CHILD...

BWAAMMFF

BE GONE WITH YOU.

MY QUEEN!

WE'VE FAILED, VENOM. PETER PROVED TO BE A LOST CAUSE, AFTER ALL.

WHERE IS HE? SHOULD I FINISH HIM?

NO, THE ELEMENTALS WILL SEE TO THAT.

I SENT HIM BACK TO NEW YORK TO FACE THEM. THEY LET HIM LIVE ONCE.

HE WILL NOT BE SO LUCKY AGAIN.

COME NOW, VENOM. IT'S TIME FOR YOU TO TAKE YOUR PLACE AT MY SIDE.

THE SPIDER-CLAN IS NOW YOURS TO LEAD.

BWAAMMFF

WHAT THE--?!

THWIP

BACK IN NEW YORK... BUT HOW...?

IS THAT --?

LOOKS LIKE I'VE GOT BIGGER PROBLEMS AT THE MOMENT...

SO YOU CHOSE NOT TO *HEED* OUR *WARNING*, SPIDER?

TOO BAD FOR YOU. NOW YOU'LL TASTE OUR *TRUE POWER!*

YOU'RE THE ONE WHO SAID THIS *ITSY BITSY SPIDER* WOULD NEVER BE THE SAME AGAIN, YOU *FAIRY-TALE FREAK!*

THWIP

NOW *YOU'LL* SEE HOW RIGHT YOU REALLY WERE!!

FOR *ME*, KILLING ONE *WON'T* SUFFICE.

"EACH MEMBER OF THE *SPIDER-CLAN* IS BORN WITH A *GENETIC GIFT*--

"--AN *INTERNAL ABILITY* THAT MAKES US *UNIQUE*...

"...ONE WE CAN USE TO OUR *ADVANTAGE* IN *LIFE*.

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EENIE

MEENIE

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MINE!

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"OUR MOST *DANGEROUS*.

"OUR MOST *DEADLY*."

MOE.

SO NOW I KNOW THE TRUTH.

Ben Parker
May Parker
Loving Parents

AND I UNDERSTAND *WHY* YOU TWO KEPT IT FROM ME.

MY MOTHER IS AN *EVIL* WOMAN, AND I WAS BETTER OFF NOT KNOWING ANYTHING ABOUT HER.

BUT IF I *HAD* KNOWN, MAYBE I COULD HAVE *DONE* SOMETHING. MAYBE SHE WOULD HAVE LEFT US *ALONE!*

MAYBE YOU'D STILL BE ALIVE.

I HAVE TO GO NOW. I'M NOT SURE WHERE... BUT SOMEWHERE *FAR AWAY.*

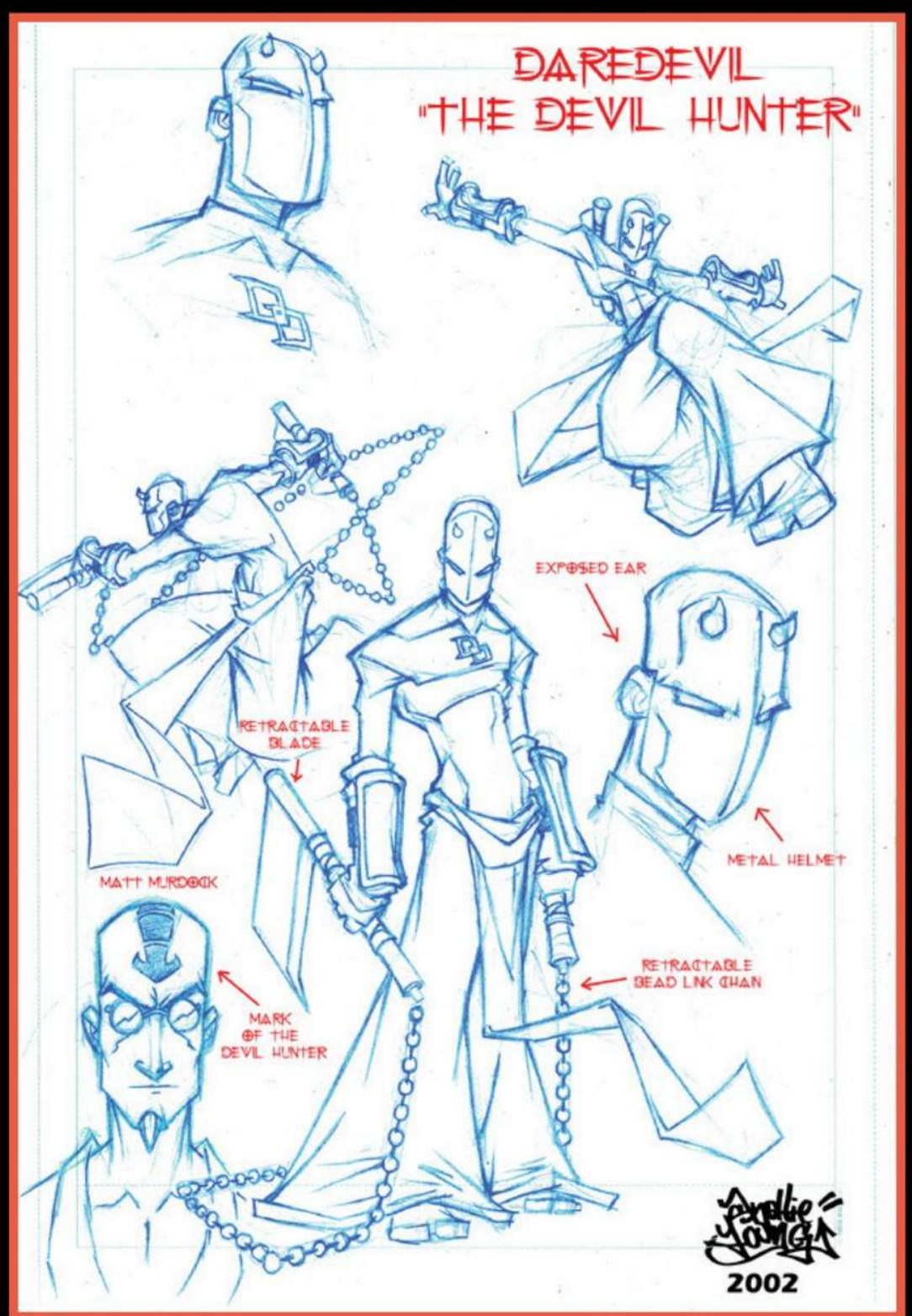
I'M NOT JUST A DANGER TO THE PEOPLE I *KNOW* AND *LOVE.* I'M A DANGER TO *EVERYONE.*

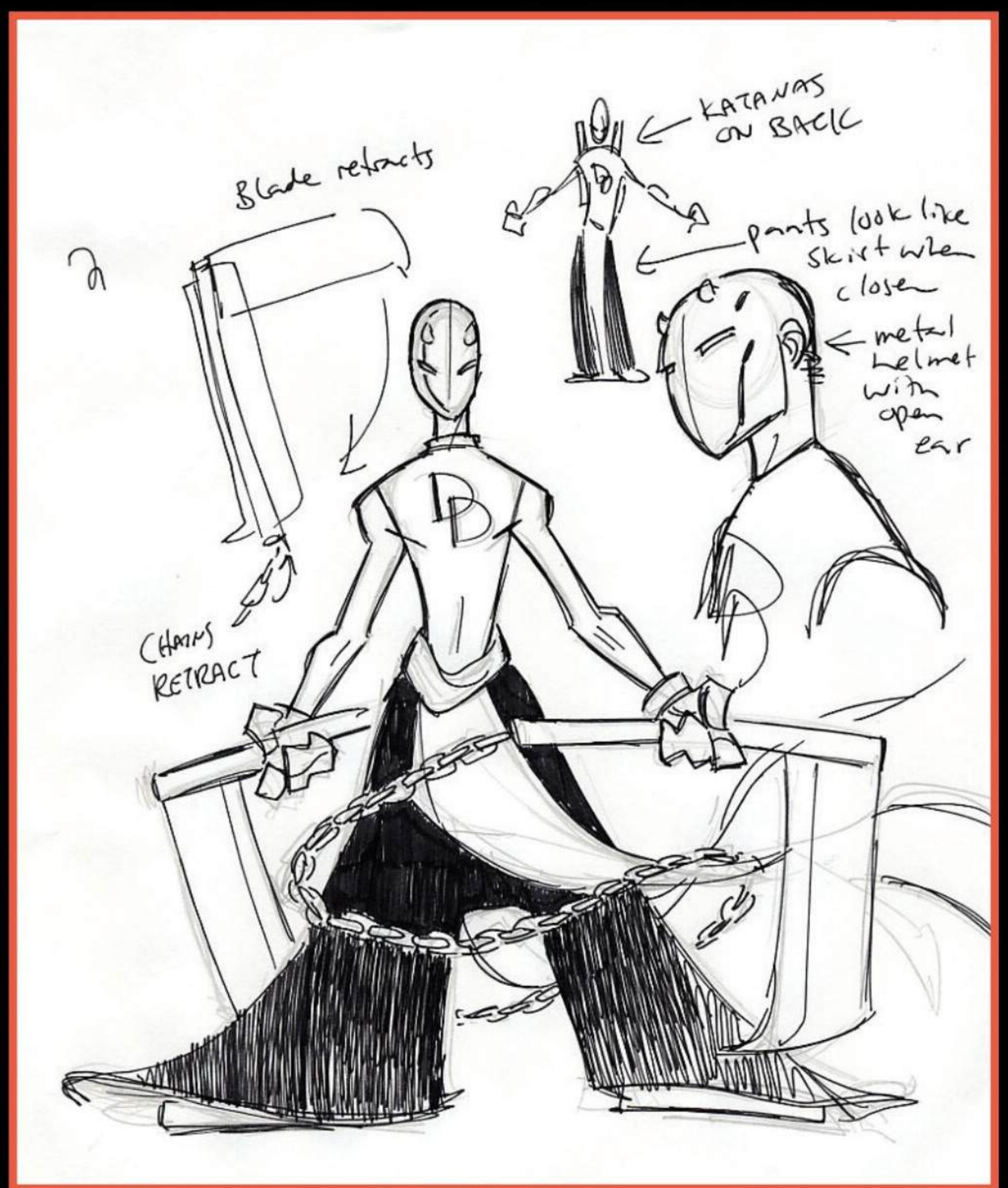
I'M A THREAT TO *THIS CITY* AND *EVERYONE* IN IT. ANYONE *AROUND ME* IS AT RISK.

AFTER ALL THE *DAMAGE* I'VE *CAUSED.* AFTER ALL THE *PEOPLE* I'VE *KILLED...*

...THE WORLD IS BETTER OFF *WITHOUT* SPIDER-MAN.

The End.





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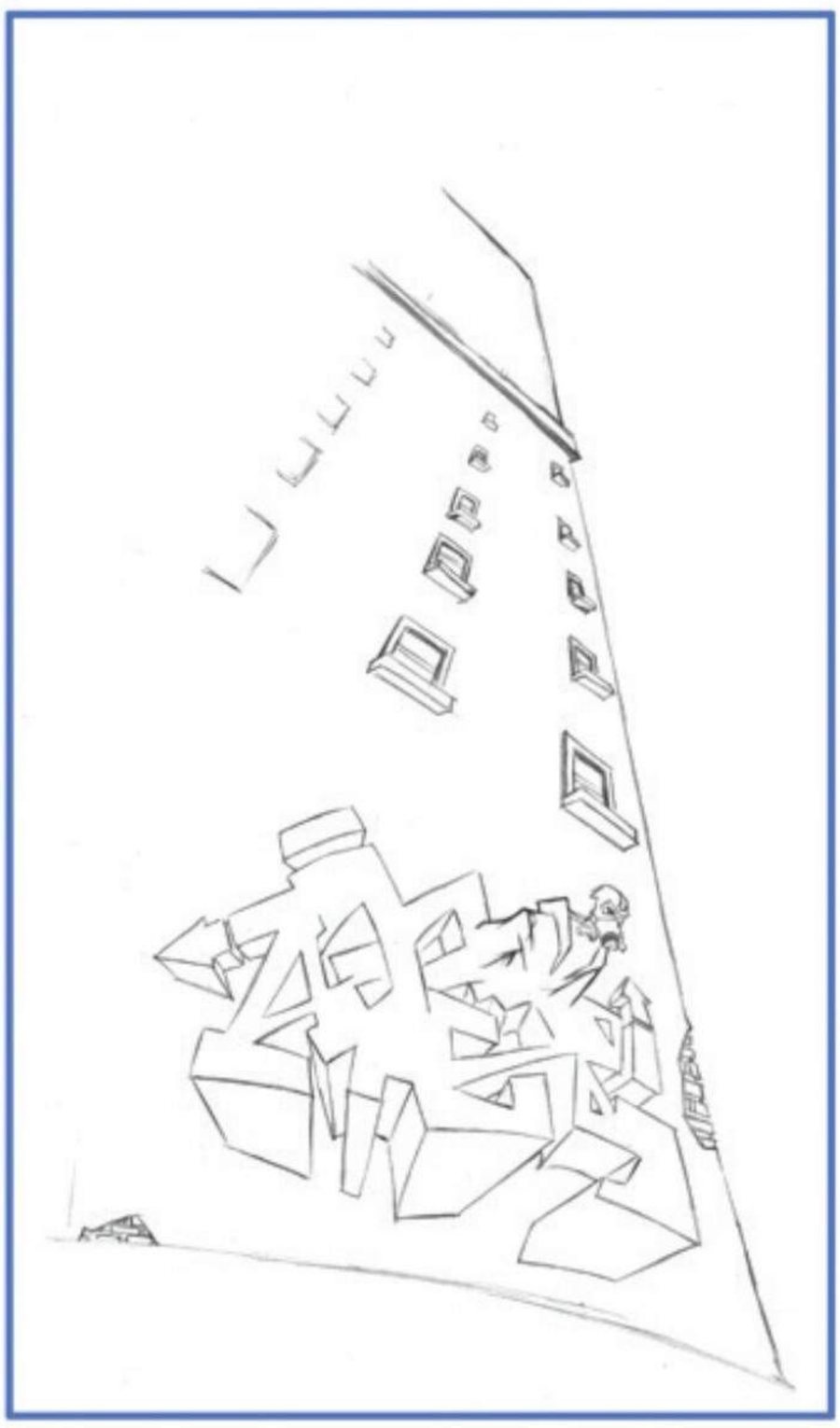

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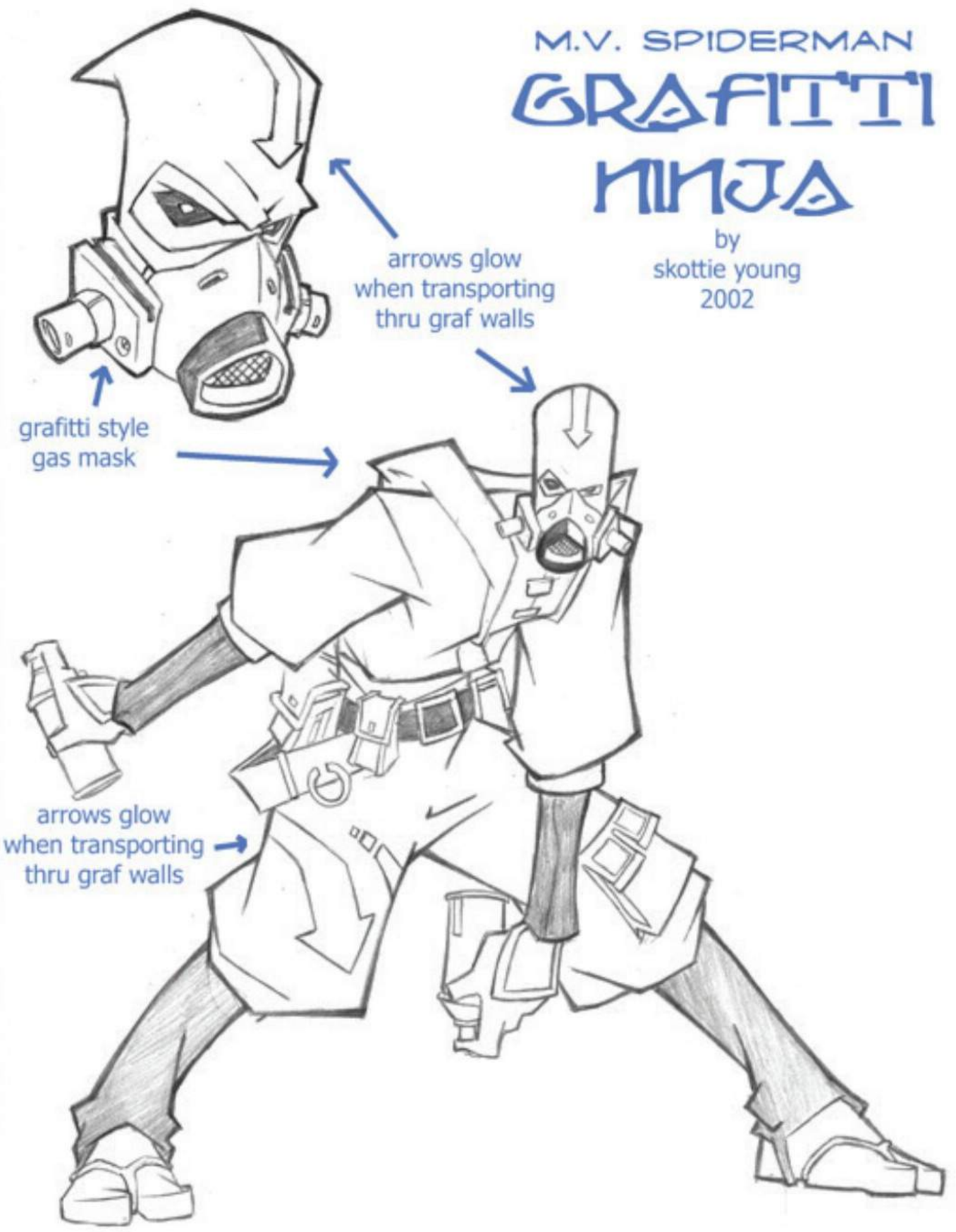

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